

RECORDATION NO. 23008N FILED

JUN 23 '05

11-20 AM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

June 22, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Schedule No. 10 to Master Lease Agreement, dated as of June 22, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement, and documents associated therewith, filed with the Board under Recordation Number 23008.

The names and addresses of the parties to the enclosed document are:

Assignor: ICX Corporation
2 Summit Park Drive
Suite 300
Cleveland, OH 44131

Assignee: The Fifth Third Leasing Company
38 Fountain Square Plaza
Cincinnati, OH 45263

Mr. Vernon A. Williams
June 22, 2005
Page Two

A description of the railroad equipment covered by the enclosed document is:

16 GP-40 locomotives within the series WC 3000 – WC 3025

A short summary of the document to appear in the index follows:

Memorandum of Assignment of Schedule No. 10 to Master Lease Agreement

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

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MEMORANDUM OF ASSIGNMENT
OF SCHEDULE NO. 10
TO MASTER LEASE AGREEMENT

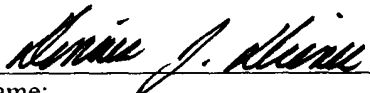
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE NO. 10 TO MASTER LEASE AGREEMENT (this "Memorandum") is made as of June 22, 2005 by and between ICX CORPORATION, an Ohio corporation (the "Assignor") and THE FIFTH THIRD LEASING COMPANY, an Ohio corporation (the "Assignee").

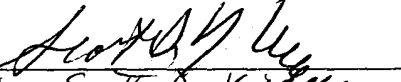
- A. The Assignor and the Assignee are parties to that certain Master Sale Agreement (the "Sale Agreement") dated as of March 28, 2005 pursuant to which the Assignor assigned to the Assignee and the Assignee purchased from the Assignor all of the Assignor's right, title and interest in and to Schedule No. 10, dated June 30, 2000 (the "Lease") and issued pursuant to the Master Lease Agreement dated June 30, 2000 between Assignor, as successor to Allfirst Bank, as lessor, and Wisconsin Central Ltd., as lessee ("Lessee").
- B. Pursuant to the Lease, Assignor has leased to Lessee certain locomotives described on Exhibit A attached hereto and made a part hereof.
- C. A Memorandum of Lease Agreement dated June 30, 2000, was recorded with the Surface Transportation Board on July 18, 2000 under recordation number 23008.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

ICX CORPORATION

By: 
Name: Dennis J. Diemer
Title: Vice President

THE FIFTH THIRD LEASING COMPANY


By: 
Name: Scott D. Kiehl
Title: Vice President

STATE OF OHIO)

COUNTY OF CUYAHOGA) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Dennis J. Diemer, a Vice President of ICX Corporation, an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Cleveland, Ohio this 22 day of June, 2005.



Notary Public **DEBRA A. GRIM**
My commission expires Dec. 3, 2006
NOTARY PUBLIC • STATE OF OHIO

STATE OF OHIO)

COUNTY OF Hamilton) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Scott D. Kiley, the VP of The Fifth Third Leasing Company, an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and said corporation.

OH In Testimony Whereof, I have hereunto set my hand and official seal at Cincinnati, this 21 day of June, 2005.

Elaine Elkh
Notary Public
My commission expires: 9.14.07

DESCRIPTION OF EQUIPMENT

Sixteen (16) EMD GP-40 locomotives, 3000 horsepower, originally built in 1970(8) and 1971(8), bearing the following road marks and numbers: WC3000, WC3002 through and including WC3007, WC3009, WC3011, WC3012, WC3014, WC3017, WC3022 through and including WC3025.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/22/05



Robert W. Alvord